December 3, 1993

Ms. Debra Elfar Philip Morris USA 120 Park Ave., 7th Floor New York, NY 10017

Dear Ms. Elfar:

I enjoyed talking with you about Gift Certificates America's national restaurant gift-certificate network. Enclosed are several copies each of our sales brochure and our national restaurant list, and samples of customized corporate certificates.

Currently, we have participating medium- to upscale establishments in 39 states and the District of Columbia. Gift certificates can be ordered in any amount up to \$300, and are worth their full face value for anything on the menu, any time the participating restaurant is open for business. Processing charge (over and above face value) starts at \$5 plus 5 percent for consumer credit-card orders. (Our certificates are not coupons, and entail no twofers or freebies.)

Corporate services include setting up standing accounts, customizing certificates with the corporate logo, fast-and-easy fax ordering, and significantly reduced processing charges based on volume, payment method and other variables.

Regarding the promotion we discussed (hypothetically, including a gift certificate or facsimile in a carton of cigarettes), we can provide the following additional services:

- -- Reprint our gift certificate in Philip Morris USA's design and color scheme;
- -- Provide "generic" gift certificates for packaging with product; or,
- -- Administer a coupon program through your or our own processing center.

Given the carton-of-cigarettes scenario, I suggest a coupon program. A certificate can be issued to the redeemer, or to anyone he specifies across the country. We can issue a certificate listing all participating restaurants in the recipient's area, or provide a toll-free number for the recipient to call when he's ready to dine out.

The Gift Certificates America network of fine restaurants is at your service -- and our system can be adapted to meet the needs we discussed.

Thanks again for letting me pitch my program to you. I look forward to our follow-up conversation, and to helping Philip Morris USA with its program.

Sincerely

Richard E. Wackrow

President

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MEMBER OF THE NATIONAL RESTAURANT ASSOCIATION